

RECORDATION NO. 28727 FILED

JAN 26 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

January 26, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8502

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Cereal Food Processors, Inc.
2001 Shawnee Mission Parkway
Mission Woods, KS 66205]

Section Chief
January 26, 2010
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A description of the railroad equipment covered by the enclosed document is:

27 railcars: SHPX 450499 - SHPX 450525.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal flourish line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Cereal Food Processors, Inc., a Kansas Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Cereal Food Processors, Inc.

Contract 3-8502 *dated 3/23/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450499
	Hopper	SHPX	450500
	Hopper	SHPX	450501
	Hopper	SHPX	450502
	Hopper	SHPX	450503
	Hopper	SHPX	450504
	Hopper	SHPX	450505
	Hopper	SHPX	450506
	Hopper	SHPX	450507
	Hopper	SHPX	450508
	Hopper	SHPX	450509
	Hopper	SHPX	450510
	Hopper	SHPX	450511
	Hopper	SHPX	450512
	Hopper	SHPX	450513
	Hopper	SHPX	450514
	Hopper	SHPX	450515
	Hopper	SHPX	450516
	Hopper	SHPX	450517
	Hopper	SHPX	450518
	Hopper	SHPX	450519
	Hopper	SHPX	450520
	Hopper	SHPX	450521
	Hopper	SHPX	450522
	Hopper	SHPX	450523
	Hopper	SHPX	450524
	Hopper	SHPX	450525

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/26/2010



Robert W. Alvord